

EXHIBIT V

SheppardMullin

Sheppard Mullin Richter & Hampton LLP
333 South Hope Street 43rd Floor
Los Angeles, CA 90071-1422
213-620-1780 main
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William L. Harper, Esq.
Gelfand, Rennert & Feldman, LLP
1880 Century Park East, Suite 1600
Los Angeles, CA 90067

SMRH Tax ID 95-1463164
November 26, 2012
Invoice 223011307

Our Matter No. 21ZW-149165
Beastie Boys - TufAmerica Litigation
Billing Atty: Kenneth B. Anderson

INVOICE SUMMARY

FOR PROFESSIONAL SERVICES THROUGH SEPTEMBER 30, 2012

Current Fees \$ 26,426.50

Total Current Activity \$ 26,426.50

Total Due for This Invoice \$ 26,426.50

Payment Terms: Balance due upon receipt of this statement.

SheppardMullin

Sheppard Mullin Richter & Hampton LLP
333 South Hope Street 43rd Floor
Los Angeles, CA 90071-1422
213-620-1780 main
213-620-1398 main fax

Wire (Teleremittance) Instructions

Wiring Instructions for Sheppard Mullin Richter & Hampton, LLP

For the **GENERAL ACCOUNT** funds should be wired to:

Bank of America
100 West 33rd Street
New York, NY 10001

ABA Routing Number 026009593

Swift Address: BOFAUS3N

For the Benefit of Sheppard Mullin Richter & Hampton, LLP
Account Number: 14592-51871

If available, please indicate client name, matter number or invoice in the payment detail field.

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21ZW-149165: Beastie Boys
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November 26, 2012
 Invoice 223011307
 Page 2 of 5

FOR PROFESSIONAL SERVICES THROUGH 09/30/12

FEE DETAIL

<u>Date</u>	<u>Tkpr</u>	<u>Description of Service</u>	<u>Hours</u>
09/04/12	TCM	Follow up with K. Talcott, counsel for TufAmerica regarding extension of time to answer and status of service of other parties; email to K. Talcott regarding proposed extension of time to answer or otherwise move.	1.10 hrs.
09/04/12	KBA	(TufAmerica) Internal conferences with T. Max. Corresponded with Capitol. Corresponded with B. Cohen and J. Ray. Telephone conference with B. Cohen.	1.20 hrs.
09/04/12	BKS	(Tuf America, Inc v. Beastie Boys) - Conference with T. Max re: pursuant to FRCP 4(m) Last court day for plaintiff to serve summons and complaint upon defendant within the 120 deadline; Confirm that no application was made to extend the deadline to serve summon and complaint upon the remaining defendant from the docket sheet and obtain endorsed Letter granting the request for adjournment of the Initial Conference, new date is set for Sept. 21, 2012 at 11:30 am before Judge Nathan at the Southern District of New York from Pacer, per T. Max	.60 hrs.
09/05/12	TCM	TufAmerica: Discussion with K. Anderson regarding [REDACTED]; telephone conference with K. Talcott regarding extension; prepare stipulation and send to K. Talcott for revised and execution.	1.10 hrs.
09/05/12	KBA	(TufAmerica) Internal conference with T. Max regarding extension and service. Corresponded with B. Cohen. Corresponded with EMI and T. Max.	.70 hrs.
09/06/12	TCM	Review email from counsel for TufAmerica K. Talcott; execute proposed Stipulation and Order regarding extension of time; give to B. Simpson for filing.	1.60 hrs.
09/06/12	KBA	(TufAmerica) Worked on EMI engagement letter. Telephone calls to Universal regarding TufAmerica.	2.40 hrs.

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<u>Date</u>	<u>Tkpr</u>	<u>Description of Service</u>	<u>Hours</u>
09/06/12	BKS	Conference with T. Max re: filing stipulation to extend time to respond to the complaint; Scanned, converted file into PDF-A compliance, and submitted stipulation to extend time for defendant Capitol Records, LLC to respond to the complaint to be "so ordered" by the Honorable Alison J. Nathan at the U.S. Southern District of New York	.50 hrs.
09/07/12	TCM	Discussion with K. Anderson regarding status; email and follow up with K. Talcott regarding extension of time with regard to pre-trial conference, scheduling order and time to answer or otherwise move.	1.10 hrs.
09/07/12	KBA	(TufAmerica) Telephone conference with B. Cohen regarding engagement letter. Telephone conference with B. Cohen regarding litigation strategy. Telephone conference with D. Kokakis UMPG regarding TufAmerica. Worked on organizing defense. Telephone conference with Universal.	3.50 hrs.
09/10/12	KBA	(TufAmerica) Corresponded with T. Max and Capitol regarding status.	.20 hrs.
09/11/12	TCM	Follow up with K. Talcott regarding stipulation extending time and request for 30 days; conference call with K. Miller of Haynes & Boone regarding matter and strategy; discussion regarding service and possible motion practice.	1.30 hrs.
09/11/12	KBA	(TufAmerica) Internal conference with T. Max. Corresponded with C. Miller at Universal regarding case management plan. Telephone call to C. Miller. Telephone conference with J. Silva regarding accepting service, etc. Corresponded with T. Max.	1.60 hrs.
09/12/12	TCM	Telephone conference with K. Talcott regarding adjustment of dates for pretrial conference and scheduling order; email and markup of draft letter; discussion with K. Anderson regarding same; email to K. Talcott.	1.20 hrs.

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09/12/12	KBA	(TufAmerica) Corresponded with EMI. Internal conference with T. Max.	.20 hrs.
09/13/12	TCM	Report to K. Anderson regarding states of request for extension; follow-up with opposing counsel.	.30 hrs.
09/13/12	BKS	Conference with T. Max re: draft notice of appearance	.20 hrs.
09/14/12	TCM	Follow up with counsel for TufAmerica; email to K. Anderson regarding "so ordered" letter request from Judge Alison Nathan.	.60 hrs.
09/14/12	KBA	(TufAmerica) Internal conference with T. Max. Corresponded with EMI.	.20 hrs.
09/14/12	BKS	Drafted, edit, and finalized notice of appearance for T. Max; Scan, converted document into PDF-A compliance and eFiled Notice of Appearance on behalf of defendant for T. Max at the U.S. Southern District of New York; Conference with T. Max regarding endorsed memo adjourning pretrial conference	1.20 hrs.
09/21/12	BKS	(TUF) Reviewed, docket and calendared various pleadings and deadlines into Compulaw._	1.50 hrs.
09/24/12	KBA	(TufAmerica) Prepared Capitol letter. Reviewed assignment. Internal conference with E. Komen regarding comments.	1.70 hrs.
09/25/12	E K	Conferred by telephone with Ken Anderson regarding the possible legal theories for moving for an early dismissal of the music sampling case against the Beastie Boys.	.80 hrs.
09/25/12	KBA	(TufAmerica) Internal conference with T. Max. Legal research regarding possible motion.	3.90 hrs.
09/26/12	KBA	(TufAmerica) Reviewed correspondence from C. Miller and replied. Internal conference with T. Max. Telephone conference with C. Miller. Reviewed correspondence from C. Miller and K. Talcott.	1.00 hrs.

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<u>Date</u>	<u>Tkpr</u>	<u>Description of Service</u>	<u>Hours</u>
09/27/12	TCM	Discussion with K. Anderson regarding timing; email to K. Talcott regarding same.	.30 hrs.
09/27/12	KBA	(TufAmerica) Internal conference with T. Max. Corresponded with J. Silva.	.30 hrs.
09/28/12	TCM	Follow up regarding status of YufAmerica matter and return date for answering or otherwise moving against complaint.	.30 hrs.
09/28/12	KBA	(TufAmerica) Worked on Answer.	3.00 hrs.
09/29/12	KBA	(TufAmerica) Prepared Answer. Reviewed musical materials.	8.30 hrs.
Total Hours:			41.90 hrs.

SUMMARY OF TIMEKEEPER FEES

<u>Tkpr Code</u>	<u>Timekeeper Name</u>	<u>Hours</u>	<u>Avg. Rate/Hr</u>	<u>Dollars</u>
0311	Edwin Komen	.80	\$ 705.00	\$ 564.00
0295	Theodore C. Max	8.90	\$ 675.00	\$ 6,007.50
2618	Kenneth B. Anderson	28.20	\$ 675.00	\$ 19,035.00
6472	Brian Simpson	4.00	\$ 205.00	\$ 820.00

Total Fees for Professional Services

\$ 26,426.50

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Our Matter No. 21ZW-149165
Beastie Boys - TufAmerica
Billing Atty: Kenneth B. Anderson

INVOICE SUMMARY

FOR PROFESSIONAL SERVICES THROUGH OCTOBER 31, 2012

Current Fees \$ 19,077.50

Total Current Activity \$ 19,077.50

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 Page 2 of 6

FOR PROFESSIONAL SERVICES THROUGH 10/31/12

FEE DETAIL

<u>Date</u>	<u>Tkpr</u>	<u>Description of Service</u>	<u>Hours</u>
10/01/12	TCM	Discussion with V. Shenderovich regarding TufAmerica Stipulation; work on and revise same.	.90 hrs.
10/01/12	KBA	(TufAmerica) Pulled Newton Answer, motion papers. Telephone conference with J. Ray.	.50 hrs.
10/01/12	V S	Discussed background of case with T. Max. Drafted Stipulation to Extend Time for Defendants to file Answer.	.50 hrs.
10/02/12	TCM	Received cases regarding musical composition copyright infringement in sampling cases; email to K. Anderson regarding same and regarding EMI v. Pointdexter; TufAmerica matter; review and revise TufAmerica stipulation.	1.20 hrs.
10/02/12	KBA	(TufAmerica) Telephone from B. Cohen regarding status. Internal conference with T. Max regarding Capitol answer.	.60 hrs.
10/03/12	TCM	Telephone conference with K. Talcott and C. Miller; email regarding Stipulation to Extend Time to Respond to Complaint; follow-up regarding Stipulation.	1.30 hrs.
10/03/12	KBA	(TufAmerica) Reviewed Poindexter v. EMI. Internal conference with T. Max. Corresponded with B. Cohen regarding stipulation.	1.40 hrs.
10/03/12	V S	Discussed stipulation with T. Max. Conducted research on PACER. Reviewed and revised accordingly. Further discussed and revised.	1.20 hrs.
10/03/12	V S	Coordinated filing of stipulation to extend time to respond to complaint.	.50 hrs.
10/04/12	TCM	TufAmerica: emails with counsel regarding Stipulation to extend time to answer; email with counsel regarding same; follow-up with K. Talcott regarding service of Beastie Boys members.	1.20 hrs.

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FEE DETAIL

<u>Date</u>	<u>Tkpr</u>	<u>Description of Service</u>	<u>Hours</u>
10/04/12	KBA	(TufAmerica) Worked on TufAmerica. Telephone and correspondence with D. Glasser regarding estate status as relates to TufAmerica defense.	.40 hrs.
10/09/12	TCM	Email to K. Anderson and B. Cohen regarding grant of extension of time to answer or otherwise move.	.40 hrs.
10/09/12	V S	Retrieved requested document for T. Max. Discussed with T. Max.	.40 hrs.
10/10/12	TCM	(TufAmerica) Email to B. Cohen at EMI regarding Stipulation and Order extending time until Nov, 12th, email regarding pretrial order; discussion with K. Anderson regarding same.	.90 hrs.
10/10/12	KBA	(TufAmerica) Telephone conference with J. Silva. Corresponded to Capitol.	.20 hrs.
10/11/12	TCM	Meet with V. Shenderovich regarding research regarding S.D.N.Y. law regarding sampling in music copyright infringement cases with sound recording copyrights.	.40 hrs.
10/11/12	V S	Discussed background of case and research issues with T. Max. Coordinated retrieval of Madonna motion. Reviewed VGM v. Madonna Complaint, Answer and Motion to Dismiss.	1.60 hrs.
10/12/12	TCM	Discussion with K. Anderson regarding enforcement and strategies; discussion with V. Shenderovich regarding research question regarding sampling of sound recording and de minimus defense.	.30 hrs.
10/14/12	BKS	Reviewed, docket and calendared various pleadings and discovery deadlines into Compulaw.	.80 hrs.

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<u>Date</u>	<u>Tkpr</u>	<u>Description of Service</u>	<u>Hours</u>
10/16/12	V S	Conducted research in Second Circuit regarding standard for substantial similarity. Drafted summary to T. Max. Conducted follow-up research on whether any Second Circuit cases have held that sampling is per se infringement.	3.20 hrs.
10/17/12	TCM	Review memorandum prepared by V. Shenderovich regarding cases regarding de minimus infringement and sampling cases; review draft memorandum regarding same.	1.10 hrs.
10/17/12	V S	Conducted follow-up research regarding Second Circuit law in the context of sampling with a particular focus on cases decided after the Bridgeport decision. Discussed with T. Max. Drafted memorandum of law.	6.90 hrs.
10/19/12	KBA	(TufAmerica) Internal conference with V. Shenderovich regarding motion research.	.50 hrs.
10/21/12	KBA	(TufAmerica) Reviewed memorandum regarding TufAmerica motion. Reviewed case law.	6.20 hrs.
10/22/12	KBA	(TufAmerica) Internal conference with T. Max regarding research and strategy update. Internal conference with V. Shenderovich.	1.00 hrs.
10/22/12	V S	Discussed with K. Anderson memorandum regarding Second Circuit law on substantial similarity. Retrieved Nimmer on Bridgeport decision.	1.80 hrs.
10/23/12	V S	Retrieved Nimmer on copyright section regarding Bridgeport and substantial similarity. Corresponded with K. Anderson regarding such.	.40 hrs.

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<u>Date</u>	<u>Tkpr</u>	<u>Description of Service</u>	<u>Hours</u>
10/24/12	BKS	Reviewed, docket and calendared Stipulation to extend time to respond to complaint on consent to and agreed by the between the undersigned counsel for Plaintiff TufAmerica and Defendant Capitol Records, LLC, Beastie Boys Defendants, and Defendant Universal, that the time for Defendants to interpose an answer, move, or otherwise plead in the within action be extended from October 8, 2012 until and including November 12, 2012 with respect to the above-captioned matter. Capitol Records, LLC answer due 11/12/2012; Adam Horovitz answer due 11/12/2012; Universal Music Publishing Group answer due 11/12/2012; Universal Music Publishing, Inc. answer due 11/12/2012; Adam Yauch answer due 11/12/2012 signed by Judge Alison J. Nathan; Conference with T. Max re: obtaining deadline report for this case; Retrieved notice of pretrial conference order signed by Judge on Pacer; Conference with T. Max regarding deadlines for both cases	1.20 hrs.
10/26/12	KBA	(TufAmerica) Reviewed Lego case.	.60 hrs.

Total Hours: 37.60 hrs.

SUMMARY OF TIMEKEEPER FEES

<u>Tkpr Code</u>	<u>Timekeeper Name</u>	<u>Hours</u>	<u>Avg. Rate/Hr</u>	<u>Dollars</u>
0295	Theodore C. Max	7.70	\$ 675.00	\$ 5,197.50
2618	Kenneth B. Anderson	11.40	\$ 675.00	\$ 7,695.00
2663	Valentina Shenderovich	16.50	\$ 350.00	\$ 5,775.00
6472	Brian Simpson	2.00	\$ 205.00	\$ 410.00

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ACCOUNTS RECEIVABLE SUMMARY

Invoice Date	Invoice Number	Invoice Amount	Fees	Disbs	Payments & Credits	Total
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REDACTED

Total Outstanding Fees and Disbursements
Interest on Outstanding A/R
Fees and Disbursements Due for this Invoice
Total Due For This Matter

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February 28, 2013
Invoice 223035582

Our Matter No. 21ZW-149165
Beastie Boys - Tuf America
Billing Atty: Kenneth B. Anderson

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11/01/12	TCM	Discussion with K. Anderson regarding conference call with B. Cohen, EMI and issues.	.20 hrs.
11/01/12	KBA	Internal conference with T. Max re strategy 12(b)(6) motion.	.20 hrs.
11/02/12	TCM	Discussion with K. Anderson regarding conference call to B. Cohen of EMI.	.20 hrs.
11/02/12	V S	Discussed research with K. Anderson. Coordinated ticker update for Madonna case pending in Ninth Circuit.	.30 hrs.
11/04/12	KBA	Reviewed research. Multiple internal correspondence.	4.70 hrs.
11/04/12	V S	Corresponded with K. Anderson and T. Max regarding motion to dismiss. Conducted follow-up research on high level Second Circuit cases regarding substantial similarity standard. Drafted summary to K. Anderson and T. Max.	1.60 hrs.
11/05/12	KBA	Meeting with T. Max and V. Shenderovich.	1.50 hrs.
11/05/12	V S	Coordinated retrieval of complaint and briefs for Tuff N Rumble. Reviewed and summarized all Second Circuit cases regarding standard for establishing and/or negating substantial similarity. Attended meeting with K. Anderson and T. Max regarding infringing songs. Conducted preliminary research regarding judicial admissions.	1.80 hrs.
11/06/12	TCM	Discussion with K. Anderson regarding Motion to Dismiss; outline issues regarding same; send cases regarding Motion to Dismiss.	.60 hrs.

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11/07/12	TCM	Beastie Boys/TufAmerica - Discussion with K. Anderson regarding TufAmerica strategy regarding motion to dismiss; discussion regarding case law and followup reseach regarding substandard similiarity requirement; review Nimmer discussion.	2.10 hrs.
11/08/12	TCM	Work on and prepare draft letter to Judge A. Nathan; discussion with K. Anderson regarding same; work on draft letter.	1.30 hrs.
11/08/12	V S	Discussed status of research with T. Max. Gathered and compiled relevant cases regarding judicial admission for review by T. Max.	.30 hrs.
11/09/12	TCM	Continue work on and draft letter to Judge Nathan; report to K. Anderson regarding call to K. Talcott and discussion regarding briefing schedule; telephone conference with B. Cohen from EMI regarding strategy and letter to the Court (first call with K. Anderson and second call with B. Cohen regarding letter and motion to dismiss).	3.90 hrs.
11/09/12	KBA	Review factual history and sound recordings.	1.20 hrs.
11/09/12	V S	Discussed motion to dismiss with T. Max and retrieved relevant cases. Continued research on judicial admission. Drafted summary of overview to K. Anderson and T. Max. Corresponded with S. Wales regarding obtaining briefs in 'Tuff 'N' Rumble case.	2.60 hrs.
11/09/12	SRW	Research to obtain discision in VMG Salsoul vs. Madonna.	.50 hrs.
11/10/12	TCM	Work on and draft Notice of Motion and Declaration in Support of Motion; work on and draft Memorandum of Law in Support of Motion to Dismiss.	2.80 hrs.
11/10/12	KBA	Revised letter to Judge Nathan.	.40 hrs.

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<u>Date</u>	<u>Tkpr</u>	<u>Description of Service</u>	<u>Hours</u>
11/11/12	TCM	Work on and revise draft letter to Judge Nathan requesting leave to file Motion of Dismiss pursuant to Federal Rule of Civil Procedure 12(b)(6); work on and draft Memorandum of Law in Support of Rule 12(b)(6) motion; emails and telephone conference with K. Anderson regarding same.	4.80 hrs.
11/11/12	KBA	Continued revision of letter to Judge Nathan. Internal conference with T. Max. Worked on motion.	5.90 hrs.
11/12/12	TCM	Conference call with B. Cohen and A. McMullin with K. Anderson; review and revise draft letter to Judge A. Nathan; review and revise same; telephone conference with K. Talcott regarding briefing schedule; finalize and send letter to Court.	2.90 hrs.
11/12/12	KBA	Internal conference with T. Max. Reviewed judicial admission memo. Reviewed Madonna Reply Brief. Telephone conference with A. McMullen, J. Ray, B. Cohen and T. Max. Reviewed additional judicial admission memo and cases.	1.70 hrs.
11/12/12	V S	Conducted follow-up research regarding judicial admissions in complaints in copyright cases. Drafted summary to K. Anderson and T. Max. Reviewed Ariel v. Reuters. Coordinated retrieval of district court decision and briefs relating to motion to dismiss.	3.20 hrs.
11/12/12	LSR	Reviewed docket sheet on SDNY; drafted email to U.S. document retrieval service requesting specific pleadings from docket sheet which is not available online per V. Shenderovich's request	.50 hrs.
11/13/12	TCM	Prepare letter to Judge Nathan regarding Rule 12(b)(6) motion and follow-up with B. Cohen regarding comments and services; prepare comments and services; prepare comments regarding Civil Case Management Plan; teleconferences and emails to K. Talcott; email to A. Nathan (U.S.D. Court. S.D.N.Y.).	2.60 hrs.
11/13/12	V S	Conducted research on subsequent history for cases requested by T. Max. Drafted summary. Discussed copyright-specific research with T. Max.	2.40 hrs.

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 Kenneth B. Anderson

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FEE DETAIL

<u>Date</u>	<u>Tkpr</u>	<u>Description of Service</u>	<u>Hours</u>
11/14/12	TCM	Emails and telephone conference with B. Cohen regarding proposed Civil Case Management Plan and Scheduling Order; emails and telephone conference with K. Anderson; work on draft of Memorandum of Law in Support of Motion to Discuss.	2.90 hrs.
11/14/12	KBA	Worked on TufAmerica including draft of memorandum of law and Civil Case Management Plan and Scheduling Order. Reviewed correspondence from K. Talcott. Correspondence to T. Max.	8.40 hrs.
11/15/12	TCM	Emails with B. Cohen regarding draft Memorandum of Law; work on and revised draft Memorandum of Law; review and revise draft Memorandum; discussion with K. Anderson regarding edits; email to B. Cohen; A. McMullan and J. Ray.	3.90 hrs.
11/15/12	V S	Discussed TufAmerica and Monster cases with T. Max and K. Anderson. Reviewed letters to Judge Nathan and brief for TufAmerica. Compiled research relating to Grand Upright case. Conducted research on follow-up cases. Conducted research for Monster case regarding whether copyright holder in both the musical composition and the sound recording. Discussed with T. Max. Continued research in other circuits. Drafted summary of findings to T. Max.	6.80 hrs.
11/16/12	TCM	Travel to U.S. District Court (SDNY); conference before Judge Nathan regarding 12(b)(6) motion; teleconference and email to B. Cohen of EMI; dinner with V. Shenderovich regarding research issues and schedule regarding briefing delivery.	2.90 hrs.
11/16/12	KBA	Reviewed and revised Memorandum of Law. Court appearance - pretrial conference.	2.80 hrs.

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FEE DETAIL

<u>Date</u>	<u>Tkpr</u>	<u>Description of Service</u>	<u>Hours</u>
11/16/12	V S	Reviewed memorandum of law in support of our motion to dismiss. Discussed follow-up research with T. Max. Gathered and compiled relevant documents for binder. Coordinated hand delivery to K. Anderson. Coordinated with S. Wales retrieval of cases from Ninth Circuit by Judge Fletcher.	2.60 hrs.
11/16/12	LSR	Searched and retrieved law cases from Westlaw and Lexis; printed out cases double-sided; organized case law in alphabetical order; assembled case law in sections labeling each section divider by each case name per V. Shenderovich's request.	1.20 hrs.
11/17/12	KBA	Reviewed additional research. Work on brief. Corresponded with T. Max and V. Shenderovich.	5.20 hrs.
11/18/12	TCM	Work on and revise draft Memorandum of Law; read and review cases; email with K. Anderson; review cases regarding Motion to Dismiss pursuant to 12(b)(6).	3.80 hrs.
11/18/12	V S	Conducted research in Second Circuit regarding judicial admissions being relied upon for granting of motion to dismiss, both in copyright infringement context and otherwise. Drafted summary to K. Anderson and T. Max. Reviewed cases cited; drafted summary to T. Max. Reviewed and revised draft of motion to dismiss. Drafted summary to T. Max. Conducted research regarding whether Gaito case, stating that court may rely on analysis of works to the exclusion of allegations in a complaint, extends to judicial admissions in complaint. Reviewed opinions by Judge Fletcher of the Ninth Circuit, whom Judge Nathan clerked for. Reviewed Pyatt and Gottwald opinions. Conducted research in Second Circuit for cases standing for proposition that a plaintiff can plead himself out of court. Drafted summary of findings to T. Max and K. Anderson.	6.80 hrs.
11/19/12	TCM	Work on and draft sections of Memorandum of Law regarding state claims and statute of limitations; email to B. Cohen regarding status; discussion with K. Anderson regarding comments; draft footnote regarding statute of limitations.	3.30 hrs.

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FEE DETAIL

<u>Date</u>	<u>Tkpr</u>	<u>Description of Service</u>	<u>Hours</u>
11/19/12	KBA	Reviewed new draft brief. Reviewed cases. Worked on TufAmerica. Internal conference with T. Max. Drafted footnote regarding court's ability to determine no substantial similarity by listening to the works.	3.70 hrs.
11/19/12	V S	Discussed further edits with T. Max. Reviewed and revised memorandum ISO motion to dismiss, adding in case law regarding judicial admissions and pleading oneself out of court. Drafted sections on statute of limitations and state claims as ancillary to federal claims, thus required to be dismissed. Researched more case law for footnote. Drafted to T. Max. Reviewed and revised state claims section per T. Max's draft. Conducted research on statute of limitations. Drafted statute of limitations section. Discussed with T. Max. Edited and finalized draft. Sent to Brad Cohen, Alasdair McMullan and John Ray.	7.90 hrs.
11/19/12	LSR	Save pdfs of case law and renamed each case law and put in appropriate electronic folder; forwarded zip file of pdfs to V. Shenderovich as requested.	.70 hrs.
11/20/12	TCM	Telephone conference with B. Cohen; review and revise draft Memorandum of Law; read and review cases and revise draft; incorporate edit for B. Cohen; review and revise draft Memorandum of Law.	4.80 hrs.
11/20/12	KBA	Reviewed new brief draft and additional research. Reviewed Nathan's Velvet Underground decision. Corresponded with T. Max. Internal conference with T. Max regarding brief revisions.	2.50 hrs.
11/20/12	V S	Pulled, reviewed and summarized Judge Nathan's decision in Velvet Underground v. Andy Warhol Foundation. Compiled additional cases from yesterday's research. Added into binders. Discussed further edits with T. Max. Conducted further research for case law supporting preemption and/or dismissal of state law claims. Conducted research on pleading standard for SOL. Edited & revised extensively with T. Max.	9.30 hrs.

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<u>Date</u>	<u>Tkpr</u>	<u>Description of Service</u>	<u>Hours</u>
11/20/12	LSR	Searched and retrieved case law from Westlaw and Lexis; printed out retrieved cases and cases sent by V. Shenderovich; place case name labels on dividers; put cases in alphabetical order; saved a pdf copy of all case law renaming them; forward zip file of cases to V. Shenderovich as requested; received original sets of binders and intergrate cases in alphabetical order per V. Shenderovich's request; created binder covers.	3.30 hrs.
11/21/12	TCM	Work on and revise Max Decl. and Notice of Motion; telephone conference with B. Cohen regarding Max Decl. and Notice of Motion; two calls regarding Memorandum of Law; work with K. Anderson and V. Shenderovich regarding edits and changes; review and revise draft memorandum of law; prepare letter to K. Talcott and C. Miller; finalize brief and review table of contents and authorities.	3.90 hrs.
11/21/12	KBA	Internal conference with Ted Max, review final draft of brief; further conference with Ted Max.	1.90 hrs.
11/21/12	KBA	Internal conference with Ted Max regarding final changes to brief.	.30 hrs.
11/21/12	TEB	Reviewed, proofed, and revised memorandum of law in support of motion to dismiss TufAmerica's complaint. Conferred with T. Max.	2.90 hrs.
11/21/12	V S	Compiled judge's individual rules of practice. Discussed edits with T. Baker. Reviewed and revised memorandum. Coordinated with L. Rodriguez to conduct page check on all cites. Reviewed Brad's coments. Edited and revised. Conducted additional research re instance of application of discovery rule in Second Circuit where plaintiff should have known of infringement where defendant's works were widely known. Edited and revised memorandum. Created cover sheets for brief. Drafted letters for enclosure.	9.90 hrs.

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<u>Date</u>	<u>Tkpr</u>	<u>Description of Service</u>	<u>Hours</u>
11/21/12	LSR	Page checked and quote checked Defendant's memo of law in support of motion to dismiss per V. Shenderovich's request; created brief cover page.	3.80 hrs.
11/21/12	BKS	Conference with V. Shenderovich re: filing motion to dismiss; Assisted T. Max with preparation of documents for service and filing; Scan, converted documents into PDF-A compliance and eFiled Notice of motion to dismiss the complaint and Memorandum of law in support of defendants motion to dismiss filed by Brooklyn Dust Music, Capitol Records, LLC, Michael Diamond, Adam Horovitz, Adam Yauch, US Southern District of New York	4.20 hrs.
11/26/12	V S	Coordinated supplementation of binder of TufAmerica motion to dismiss case law. Coordinated creation of pleadings binders for both TufAmerica and Monster. Drafted stipulation of confidentiality for Monster.	2.60 hrs.
11/26/12	LSR	Reviewed and compared Table of Authorities in Motion to Dismiss to binder of case law of motion to dismiss; identified missing case law; retrieved case law from Westlaw and Lexis; saved electronic copy; printed out copy set double sided; created case law labels for binders; organized and put in alphabetical order; searched and retrieved docket sheet from Pacer -USDC-NY for TufAmerica case (12cv3529) and Monster case (12cv6065); download all the pleadings on docket sheet; printed out pleadings and created binders in reverse chronological order per V. Shenderovich's request for T. Max.	4.10 hrs.
11/26/12	BKS	Scan, converted documents into PDF-A compliance and re-filed notice of motion to dismiss, declaration of T. Max in support of motion to dismiss with exhibits and memorandum of law with the clerk's office, U.S. Southern District of New York, per deficient docket entry notice and T. Max.	.30 hrs.
11/28/12	BKS	Reviewed, docket and calendared various pleadings, discovery, and motion documents into Compulaw	1.30 hrs.

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FEE DETAIL

<u>Date</u>	<u>Tkpr</u>	<u>Description of Service</u>	<u>Hours</u>
11/29/12	TCM	Work on and revise draft Stipulation and Order of Confidentiality; review and revise same; email to K. Anderson regarding TufAmerica case and letter from Talcott to Court.	1.20 hrs.

Total Hours: 169.40 hrs.

SUMMARY OF TIMEKEEPER FEES

<u>Tkpr Code</u>	<u>Timekeeper Name</u>	<u>Hours</u>	<u>Avg. Rate/Hr</u>	<u>Dollars</u>
0295	Theodore C. Max	48.10	\$ 675.00	\$ 32,467.50
2618	Kenneth B. Anderson	40.40	\$ 675.00	\$ 27,270.00
2662	Tyler E. Baker	2.90	\$ 350.00	\$ 1,015.00
2663	Valentina Shenderovich	58.10	\$ 356.02	\$ 20,685.00
6358	Lisa S. Rodriguez	13.60	\$ 250.00	\$ 3,400.00
6472	Brian Simpson	5.80	\$ 205.00	\$ 1,189.00
1375	Scott R. Wales	.50	\$ 175.00	\$ 87.50

Total Fees for Professional Services

\$ 86,114.00

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ACCOUNTS RECEIVABLE SUMMARY

Invoice Date	Invoice Number	Invoice Amount	Fees	Disbs	Payments & Credits	Total
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REDACTED

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Invoice Date	Invoice Number	Invoice Amount	Fees	Disbs	Payments & Credits	Total
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Total Outstanding Fees and Disbursements

Interest on Outstanding A/R

Fees and Disbursements Due for this Invoice

Total Due For This Matter

REDACTED

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Remittance Copy

Please return this page with your payment.

William L. Harper, Esq.
Gelfand, Rennert & Feldman, LLP
1880 Century Park East, Suite 1600
Los Angeles, CA 90067

SMRH Tax ID 95-1463164
January 31, 2013
Invoice 223028429

Our Matter No. 21ZW-149165
Beastie Boys - Tuf America
Billing Atty: Kenneth B. Anderson

INVOICE SUMMARY

FOR PROFESSIONAL SERVICES THROUGH DECEMBER 31, 2012

Current Fees \$ 59,638.50

Total Current Activity \$ 59,638.50

Total Due for This Invoice \$ 59,638.50

Payment Terms: Balance due upon receipt of this statement.

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Wire (Teleremittance) Instructions

Wiring Instructions for Sheppard Mullin Richter & Hampton, LLP

For the **GENERAL ACCOUNT** funds should be wired to:

Bank of America
100 West 33rd Street
New York, NY 10001

ABA Routing Number 026009593

Swift Address: BOFAUS3N

For the Benefit of Sheppard Mullin Richter & Hampton, LLP
Account Number: 14592-51871

If available, please indicate client name, matter number or invoice in the payment detail field.

Payment Terms: Balance due upon receipt of this statement.

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William L. Harper, Esq.
Gelfand, Rennert & Feldman, LLP
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Los Angeles, CA 90067

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FOR PROFESSIONAL SERVICES THROUGH 12/31/12

FEE DETAIL

<u>Date</u>	<u>Tkpr</u>	<u>Description of Service</u>	<u>Hours</u>
12/06/12	TCM	TufAmerica: Review Amended Complaint; prepare comparison between two documents; review Amended Complaint.	1.80 hrs.
12/06/12	KBA	(TufAmerica) Reviewed Amended Complaint.	1.90 hrs.
12/07/12	TCM	TufAmerica: Email to A. McMullan, B. Cohen and J. Ray regarding Amended Complaint of TufAmerica, Inc.; read and review Amended Complaint; telephone conference with K. Anderson regarding same.	1.90 hrs.
12/07/12	KBA	(TufAmerica) Telephone call from B. Cohen.	.10 hrs.
12/07/12	BKS	(TUF America) - Conference with T. Max re: Last day for defendants to respond to the amended complaint, served yesterday via email pursuant to FRCP 15.	.30 hrs.
12/10/12	TCM	TufAmerica: Work on draft Memorandum of Law; discussion with K. Anderson regarding issues and Amended Complaint; teleconference with B. Cohen regarding conference call scheduling.	.90 hrs.
12/11/12	TCM	TufAmerica: Email to B. Cohen regarding conference call; email regarding same; telephone conference with B. Cohen regarding Rule 7.1 statement.	.40 hrs.
12/12/12	TCM	TufAmerica: Conference call with K. Anderson, B. Cohen and A. McMullen regarding Motion to Dismiss.	.70 hrs.
12/12/12	KBA	(TufAmerica) Internal conference with T. Max regarding strategy.	.40 hrs.
12/12/12	V S	(TufAmerica) Conducted research on time to answer an amended complaint. Drafted summary to T. Max. Checked docket for filing of Amended Complaint. Checked whether any findings in Madonna case.	.80 hrs.

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FEE DETAIL

<u>Date</u>	<u>Tkpr</u>	<u>Description of Service</u>	<u>Hours</u>
12/13/12	TCM	TufAmerica: Draft letter to Judge Nathan seeking additional time within which to file Motion to Dismiss; telephone conference with K. Talcott regarding request for additional time to answer; email to K. Talcott regarding sound recordings; follow-up with A. McMullen regarding draft letter to Court.	1.40 hrs.
12/13/12	KBA	(TufAmerica) Teleconference with A. McMullen, B. Cohen and T. Max. Reviewed correspondence to TufAmerica. Internal conference with T. Max.	.80 hrs.
12/13/12	V S	(TufAmerica) Read and reviewed Amended Complaint served by TufAmerica. Discussed further steps with T. Max.	1.40 hrs.
12/13/12	BKS	(TUF America) Conference with T. Max re: calling chamber to see if they ruled on the letter requesting more time; Confer with Judge law clerk granting the extension and will endorsed letter by the end of the day. (Monster) Conference with T. Max re: discovery deadlines	.80 hrs.
12/14/12	TCM	TufAmerica: Prepare letter to Judge A. Nathan regarding request for extension; email to A. McMullen and B. Cohen regarding same; email to K. Anderson and V. Shenderovich regarding sound recordings for K. Talcott; prepare outline regarding Motion to Dismiss.	1.10 hrs.
12/14/12	V S	(TufAmerica) Edited and revised letter to Judge Nathan requesting additional time for motion to dismiss. Coordinated redline of Amended Complaint. Compiled documents and coordinated delivery to Judge Nathan, Kelly Talcott and Higgins. Discussed strategy for motion to dismiss with T. Max.	2.40 hrs.
12/15/12	TCM	Work on and draft facts regarding Motion to dismiss the Amended Complaint; review Amended Complaint and Memorandum in Support of Motion to Dismiss pursuant to Rule 12(b)(6).	1.60 hrs.

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FEE DETAIL

<u>Date</u>	<u>Tkpr</u>	<u>Description of Service</u>	<u>Hours</u>
12/16/12	TCM	Work on and draft Memorandum of Law in Support of Motion to Dismiss Amended Complaint; work on and revise law review articles regarding Brookfield precedent.	3.30 hrs.
12/16/12	V S	(TufAmerica) Conducted search for copyright registrations for works cited in Amended Complaint. Drafted summary to T. Max.	.80 hrs.
12/17/12	E K	TufAmerica case -- Consulted with Ted Max on issues relating to de minimus use and whether the sound recording is the entire sound recording as registered or the individual track.	.40 hrs.
12/17/12	TCM	TufAmerica: Work on and draft Memorandum of Law; discussion with K. Anderson; review case law in the 11th Circuit in support (and contrary to Bridgeport case in Six Circuit); emails with K. Anderson regarding analysis of sound recordings; read and revise draft Memorandum of Law; review articles and law review regarding same.	5.80 hrs.
12/17/12	KBA	(TufAmerica) Internal conference with T. Max and V. Shenderovich. Worked on musicology of two new samples.	2.90 hrs.
12/17/12	V S	(TufAmerica) Coordinated retrieval of copyright registrations for Trouble Funk works. Discussed further research with T. Max. Reviewed T. Max's revised motion to dismiss. Reviewed and revised. Read and summarized Baxter v. MCA, US v. Taxe, and Saregame cases. Conducted research on subsequent history of each. Coordinated retrieval of legislative history.	4.90 hrs.
12/17/12	LSR	Searched copyright website for registrations of particular songs with PA and SR registration number per V. Shenderovich's request. saved to zip files.	1.10 hrs.
12/18/12	TCM	Work on and revise draft Memorandum of Law; email and telephone conference with B. Cohen regarding status of draft memorandum of Law; follow-up regarding request for additional time to answer or otherwise move; email with B. Cohen regarding Rule 7.1 Statement; work on and revise same.	5.90 hrs.

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FEE DETAIL

<u>Date</u>	<u>Tkpr</u>	<u>Description of Service</u>	<u>Hours</u>
12/18/12	KBA	(TufAmerica) Reviewed MP3s provided by TufAmerica. Internal conference with T. Max to review musicology related to two new claims in amended complaint.	3.50 hrs.
12/18/12	V S	(TufAmerica) Reviewed and revised T. Max's draft of the Motion to Dismiss Plaintiff's Amended Complaint. Drafted factual allegations section relating to Plaintiff's additional claims. Reviewed substantial similarity cases.	5.70 hrs.
12/18/12	BKS	Confer with Judge Nathan law clerk to confirm if the Judge was going to endorse the letter extending the time to respond or will file an order granting such relief; Conference with T. Max and V. Shenderovich regarding these issues.	.50 hrs.
12/19/12	E K	Located and forwarded to Ted Max four Tufamerica research analysis documents and related correspondence.	.20 hrs.
12/19/12	TCM	TufAmerica: Email Rule 7.1 form to V. Shenderovich; review and revise draft Memorandum of Law; email with V. Shenderovich regarding case law research; email to K. Anderson and V. Shenderovich regarding extension for Court; send draft to A. McMullen, B. Cohen and J. Ray.	5.10 hrs.
12/19/12	KBA	(TufAmerica) Reviewed and revised Brief.	1.00 hrs.
12/19/12	V S	(TufAmerica) Reviewed T. Max's draft of 7.1 disclosures for Beastie Boys and for Capitol Records. Reviewed second draft of Memorandum of Law in Support of Motion to Dismiss Plaintiff's Amended Complaint. Reviewed and revised. Created chart of TufAmerica's claims and corresponding cases.	3.60 hrs.
12/20/12	TCM	Follow-up with K. Anderson and V. Shenderovich regarding draft and regarding letter to Court regarding request for additional time to submit Memorandum of Law.	.30 hrs.
12/20/12	KBA	(TufAmerica) Reviewed and revised Brief.	3.50 hrs.

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FEE DETAIL

<u>Date</u>	<u>Tkpr</u>	<u>Description of Service</u>	<u>Hours</u>
12/21/12	TCM	Discussion with K. Anderson regarding comments and revisions; email and telephone conference with B. Cohen regarding status.	.90 hrs.
12/21/12	KBA	(TufAmerica) Reviewed and revised Brief.	1.80 hrs.
12/22/12	KBA	(TufAmerica) Drafted comments to Brief. Corresponded with T. Max.	2.80 hrs.
12/26/12	KBA	(TufAmerica) Reviewed and revised Brief, discussed comments with T. Max.	5.90 hrs.
12/27/12	TCM	TufAmerica: Review comments for K. Anderson regarding Memorandum Law; email and telephone conference with B. Cohen regarding status; email to C. Higginson regarding draft Memorandum of Law.	1.80 hrs.
12/27/12	KBA	(TufAmerica) Worked on Brief and discussions re issues and open legal points.	2.40 hrs.
12/27/12	V S	(TufAmerica) Conducted search for chart of TufAmerica's musical works. Conducted research on cases criticizing the Bridgeport decision. Drafted summary to T. Max.	2.80 hrs.
12/28/12	TCM	Work on and review K. Anderson comments; discussion with V. Shenderovich regarding Bridgeport and Nimmer on Copyright treatment.	1.30 hrs.
12/28/12	V S	[TufAmerica] Conducted further research on cases criticizing Bridgeport decision. Drafted summary to T. Max. Reviewed K. Anderson's comments to Motion to Dismiss TufAmerica's Amended Complaint. Discussed with T. Max.	2.80 hrs.
12/30/12	TCM	TufAmerica: Review comments from K. Anderson and revise draft Memorandum of Law; email to LA Word processing for revisions.	2.40 hrs.

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FEE DETAIL

<u>Date</u>	<u>Tkpr</u>	<u>Description of Service</u>	<u>Hours</u>
12/30/12	KBA	(TufAmerica) Reviewed admissions section of brief.	3.70 hrs.
12/31/12	KBA	(TufAmerica) Further revisions to brief and discussions re issues and open legal points.	6.00 hrs.
12/31/12	V S	[TufAmerica] Discussed further steps with T. Max. Corresponded with K. Anderson regarding whether to include full length official albums of Beastie Boys songs at issue or whether to create a CD containing only the songs at issue.	.90 hrs.

Total Hours: 102.70 hrs.

SUMMARY OF TIMEKEEPER FEES

<u>Tkpr</u> <u>Code</u>	<u>Timekeeper Name</u>	<u>Hours</u>	<u>Avg.</u> <u>Rate/Hr</u>	<u>Dollars</u>
0311	Edwin Komen	.60	\$ 705.00	\$ 423.00
0295	Theodore C. Max	36.60	\$ 675.00	\$ 24,705.00
2618	Kenneth B. Anderson	36.70	\$ 675.00	\$ 24,772.50
2663	Valentina Shenderovich	26.10	\$ 350.00	\$ 9,135.00
6358	Lisa S. Rodriguez	1.10	\$ 250.00	\$ 275.00
6472	Brian Simpson	1.60	\$ 205.00	\$ 328.00

Total Fees for Professional Services

\$ 59,638.50

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Sheppard Mullin Richter & Hampton LLP
333 South Hope Street 43rd Floor
Los Angeles, CA 90071-1422
213-620-1780 main
213-620-1398 main fax

21ZW-149165: Beastie Boys
Kenneth B. Anderson

January 31, 2013
Invoice 223028429
Page 8 of 8

ACCOUNTS RECEIVABLE SUMMARY

Invoice Date	Invoice Number	Invoice Amount	Fees	Disbs	Payments & Credits	Total
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REDACTED

Total Outstanding Fees and Disbursements
Interest on Outstanding A/R
Fees and Disbursements Due for this Invoice
Total Due For This Matter

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Remittance Copy

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William L. Harper, Esq.
Gelfand, Rennert & Feldman, LLP
1880 Century Park East, Suite 1600
Los Angeles, CA 90067

SMRH Tax ID 95-1463164
February 28, 2013
Invoice 223035532

Our Matter No. 21ZW-149165
Beastie Boys - Tuf America
Billing Atty: Kenneth B. Anderson

INVOICE SUMMARY

FOR PROFESSIONAL SERVICES THROUGH JANUARY 31, 2013

Current Fees \$ 27,126.00

Total Current Activity \$ 27,126.00

Total Due for This Invoice \$ 27,126.00

Payment Terms: Balance due upon receipt of this statement.

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Wire (Teleremittance) Instructions

Wiring Instructions for Sheppard Mullin Richter & Hampton, LLP

For the **GENERAL ACCOUNT** funds should be wired to:

Bank of America
100 West 33rd Street
New York, NY 10001

ABA Routing Number 026009593

Swift Address: BOFAUS3N

For the Benefit of Sheppard Mullin Richter & Hampton, LLP
Account Number: 14592-51871

If available, please indicate client name, matter number or invoice in the payment detail field.

Payment Terms: Balance due upon receipt of this statement.

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February 28, 2013
Invoice 223035532

Our Matter No. 21ZW-149165
Beastie Boys - Tuf America
Billing Atty: Kenneth B. Anderson

INVOICE SUMMARY

FOR PROFESSIONAL SERVICES THROUGH JANUARY 31, 2013

Current Fees \$ 27,126.00

Total Current Activity \$ 27,126.00

Total Due for This Invoice \$ 27,126.00

Payment Terms: Balance due upon receipt of this statement.

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21ZW-149165: Beastie Boys
 Kenneth B. Anderson

February 28, 2013
 Invoice 223035532
 Page 2 of 8

FOR PROFESSIONAL SERVICES THROUGH 01/31/13

FEE DETAIL

<u>Date</u>	<u>Tkpr</u>	<u>Description of Service</u>	<u>Hours</u>
01/01/13	TCM	Email to K. Anderson with B. Cohen's comments read and review same.	.20 hrs.
01/02/13	TCM	Work on and review and revise draft Memorandum of Law.	1.20 hrs.
01/02/13	KBA	Reviewed Ringgold opinion for revision of Brief. Reviewed and revised EMI comments on Brief. Reviewed and revised musicology section of Brief.	3.80 hrs.
01/02/13	V S	Reviewed comments from Brad Cohen and discussed with T. Max. Drafted Declaration of T. Max. Conducted research on whether we must include original motion to dismiss in courtesy copies to the court. Compiled binders of motion to dismiss papers for court. Corresponded with K. Anderson regarding obtaining MP3s of Beastie Boys songs at issue. Reviewed and revised motion to dismiss. Reviewed further comments by K. Anderson. Conducted research on whether any Second Circuit cases have recently ruled on the statute of limitations accrual test (injury v. discovery). Drafted summary to T. Max. Discussed further steps with T. Max.	5.70 hrs.
01/02/13	G M	Prepared CD sets of TufAmerica musical compositions and sound recordings for V. Shenderovich.	.80 hrs.
01/03/13	TCM	Work on and revise draft Memorandum of Law; work on and revise draft declaration; discussion with K. Anderson and V. Shenderovich regarding edits and comments; email to C. Higginson regarding draft Motion to Dismiss; email to K. Anderson regarding latest draft of Memorandum of Law.	2.80 hrs.
01/03/13	KBA	Internal conferences with T. Max regarding latest revisions. Reviewed and revised additional draft of Brief.	3.40 hrs.

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 Kenneth B. Anderson

February 28, 2013
 Invoice 223035532
 Page 3 of 8

FEE DETAIL

<u>Date</u>	<u>Tkpr</u>	<u>Description of Service</u>	<u>Hours</u>
01/03/13	V S	Reviewed and revised declaration of T. Max. Coordinated procurement of CD cases and creation of corresponding labels. Reviewed further comments from K. Anderson. Discussed further changes with T. Max. Reviewed and revised. Corresponded with Brad Cohen, Alisdair McMullan and John Ray regarding revised memorandum. Reviewed and provided suggestions as to how to cut down on length of motion to dismiss.	5.90 hrs.
01/03/13	LSR	Citechecked cases in memorandum of law in support of motion to dismiss per V. Shenderovich's request; called Judge's chambers inquiring about submission of CD to be used as an exhibit to attorney's declaration per V. Shenderovich's request.	2.10 hrs.
01/04/13	TCM	Work with V. Shenderovich and K. Anderson to finalize Memorandum of Law; work on and revise cover letter to Kelly Talcott; work on and review Memorandum of Law with B. Cohen and review comments; revise and edit Rule 7.1 statements.	3.60 hrs.
01/04/13	KBA	Internal conference with T. Max. Reviewed final Brief and CDs. Worked on Brief.	1.90 hrs.
01/04/13	TEB	Reviewed, proofed, cite-checked, and revised motion to dismiss in TufAmerica copyright action. Conferred with T. Max and V. Shenderovich on revisions.	2.80 hrs.

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21ZW-149165: Beastie Boys
 Kenneth B. Anderson

February 28, 2013
 Invoice 223035532
 Page 4 of 8

FEE DETAIL

<u>Date</u>	<u>Tkpr</u>	<u>Description of Service</u>	<u>Hours</u>
01/04/13	V S	Discussed additional revisions to the Motion to Dismiss with T. Max. Reviewed and revised extensively. Conducted further research for cases where original work was transformed by alleged infringer such that no substantial similarity was found. Drafted summary to T. Max and incorporated into Motion to Dismiss. Drafted cover letters to opposing counsel. Reviewed and revised Rule 7.1 disclosure statements for Beastie Boys and Capitol Records LLC. Corresponded with Brad Cohen, Alisdair McMullan and John Ray regarding Capitol Records disclosure. Conducted research on due dates for Plaintiff's Answer and our Reply. Drafted placeholders for Exhibits C & D. Incorporated edits from T. Baker, L. Rodriguez and T. Max. Discussed additional revisions with K. Anderson. Incorporated such. Reviewed and revised table of contents and table of authorities. Proofread all. Gathered T. Max Declaration, exhibits thereto, Notice of Motion, and memorandum of law. Created requisite PDF-A versions of each, e-filed. Drafted e-mail attaching such and detailing upcoming deadlines to all. Compiled courtesy copies for opposing counsel and coordinated delivery.	10.10 hrs.
01/04/13	LSR	Citechecked, shepardized cases and quote checked each quote and page cite of each quote in memorandum of law in support of motion to dismiss per V. Shenderovich's request.	4.90 hrs.
01/07/13	V S	Re-filed Memorandum of Law, T. Max Declaration and exhibits, and 7.1 Corporate Disclosure for Capitol Records LLC. Drafted Notice of Appearance and coordinated filing.	.80 hrs.
01/08/13	V S	Corresponded with Brad Cohen regarding courtesy copies of motion documents filed.	.20 hrs.
01/11/13	BKS	Reviewed, docket and calendared various pleadings, discovery, and motion documents into Compulaw.	.50 hrs.

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February 28, 2013
 Invoice 223035532
 Page 5 of 8

FEE DETAIL

<u>Date</u>	<u>Tkpr</u>	<u>Description of Service</u>	<u>Hours</u>
01/13/13	BKS	Reviewed, printed, docketed and calendared Amended Complaint, against Brooklyn Dust Music, Capitol Records, LLC, Michael Diamond, Adam Horovitz, Universal Music Publishing Group, Adam Yauch. Document filed by TufAmerica, Inc. filed by TufAmerica, Inc.	.20 hrs.
01/14/13	BKS	Reviewed, printed, docketed and calendared various pleadings, discovery, and motion documents into Compulaw.	.50 hrs.
01/30/13	TCM	Revise and review decision regarding VMG Salsoul LLC v. Madonna Louise Ciccone, et al.	.30 hrs.
01/30/13	KBA	Reviewed Madonna opinion. Internal conference with T. Max.	.40 hrs.
01/31/13	V S	Corresponded with T. Max regarding further steps in preparation of receiving Tuf America's response to our motion to dismiss. Corresponded with Brad Cohen, Alasdair McMullen and John Ray regarding conference call. Discussed research assignments in preparation for our response.	1.30 hrs.
Total Hours:			53.40 hrs.

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February 28, 2013
 Invoice 223035532
 Page 6 of 8

SUMMARY OF TIMEKEEPER FEES

<u>Tkpr</u> <u>Code</u>	<u>Timekeeper Name</u>	<u>Hours</u>	<u>Avg.</u> <u>Rate/Hr</u>	<u>Dollars</u>
0295	Theodore C. Max	8.10	\$ 675.00	\$ 5,467.50
2618	Kenneth B. Anderson	9.50	\$ 675.00	\$ 6,412.50
2662	Tyler E. Baker	2.80	\$ 485.00	\$ 1,358.00
2663	Valentina Shenderovich	24.00	\$ 485.00	\$ 11,640.00
6358	Lisa S. Rodriguez	7.00	\$ 260.00	\$ 1,820.00
6472	Brian Simpson	1.20	\$ 210.00	\$ 252.00
1449	Giles Mitchell	.80	\$ 220.00	\$ 176.00

Total Fees for Professional Services

\$ 27,126.00

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Page 7 of 8

ACCOUNTS RECEIVABLE SUMMARY

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Fees and Disbursements Due for this Invoice
Total Due For This Matter

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1880 Century Park East, Suite 1600
Los Angeles, CA 90067

SMRH Tax ID 95-1463164

April 30, 2013

Invoice 223043995

Our Matter No. 21ZW-149165
Beastie Boys - TufAmerica
Billing Atty: Kenneth B. Anderson

INVOICE SUMMARY

FOR PROFESSIONAL SERVICES THROUGH FEBRUARY 28, 2013

Current Fees	\$ 64,025.00
Current Disbursements	\$ 72.70

Total Current Activity	\$ 64,097.70
Fee Discount	<u>\$ (5,005.00)</u>
Total Due for This Invoice	<u>\$ 59,092.70</u>

Payment Terms: Balance due upon receipt of this statement.

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Wire (Teleremittance) Instructions

Wiring Instructions for Sheppard Mullin Richter & Hampton, LLP

For the **GENERAL ACCOUNT** funds should be wired to:

Bank of America
100 West 33rd Street
New York, NY 10001

ABA Routing Number 026009593

Swift Address: BOFAUS3N

For the Benefit of Sheppard Mullin Richter & Hampton, LLP
Account Number: 14592-51871

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SMRH Tax ID 95-1463164
April 30, 2013
Invoice 223043995

Our Matter No. 21ZW-149165
Beastie Boys - TufAmerica
Billing Atty: Kenneth B. Anderson

INVOICE SUMMARY

FOR PROFESSIONAL SERVICES THROUGH FEBRUARY 28, 2013

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Total Due for This Invoice	<u>\$ 59,092.70</u>

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21ZW-149165: Beastie Boys
 Kenneth B. Anderson

April 30, 2013
 Invoice 223043995
 Page 2 of 10

FOR PROFESSIONAL SERVICES THROUGH 02/28/13

FEE DETAIL

<u>Date</u>	<u>Tkpr</u>	<u>Description of Service</u>	<u>Hours</u>
02/01/13	TCM	Email to V. Shenderovich regarding prior case law cites in Reply Memorandum of Law in support of Motion to Dismiss.	.70 hrs.
02/01/13	KBA	Internal conference with T. Max.	.20 hrs.
02/01/13	V S	Conducted research on follow-up for cases cited by Beastie Boys in motion to dismiss. Drafted summary to T. Max. Reviewed and summarized two new cases to T. Max. Conducted research on whether all cases cited remain good law.	1.80 hrs.
02/01/13	LSR	Shepardized case law in memo of law in support of motion to dismiss per V. Shenderovich's request;	.90 hrs.
02/03/13	TCM	Emails to K. Talcott regarding Response by TufAmerica, Inc. to Beastie Boys' Motion to Dismiss; regarding email from B. Cohen; emails to K. Anderson and B. Cohen regarding lack of filing and copy of Response by TufAmerica, Inc.; review Responding Memorandum of Law.	2.10 hrs.
02/04/13	TCM	Review Responding Memorandum of Law of TufAmerica, Inc. and discussion with K. Anderson and V. Shenderovich.	2.90 hrs.
02/04/13	LSR	Searched Westlaw and Lexis for cases cited in TufAmerica's brief in opposition to motion to dismiss.	1.30 hrs.
02/05/13	TCM	Review Responding Memorandum of Law in Opposition to Motion to Dismiss; teleconference with V. Shenderovich and K. Anderson regarding same.	2.90 hrs.
02/05/13	KBA	Internal conference with T. Max.	.10 hrs.
02/06/13	TCM	Teleconference K. Talcott regarding adjustment of calendar due to letters of filing; review draft letter to Judge Nathan regarding same.	1.10 hrs.

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21ZW-149165: Beastie Boys
 Kenneth B. Anderson

April 30, 2013
 Invoice 223043995
 Page 3 of 10

FEE DETAIL

<u>Date</u>	<u>Tkpr</u>	<u>Description of Service</u>	<u>Hours</u>
02/06/13	KBA	Reviewed memo from V. Shenderovich regarding casual observer. Correspondence to T. Max.	.30 hrs.
02/07/13	TCM	Work on and prepare outline and draft Reply Memorandum of Law in Support of Motion to Dismiss; follow-up with K. Anderson regarding overview of issues; email with B. Cohen.	1.10 hrs.
02/07/13	TEB	Reviewed TufAmerica's opposition brief and reviewed cases cited therein.	.90 hrs.
02/07/13	V S	Discussed research completed with T. Max. Reviewed factual allegations by TufAmerica with regard to each claim.	2.40 hrs.
02/07/13	LSR	Pulled cases motion to dismiss.	1.50 hrs.
02/08/13	TCM	Work on and draft Reply Memorandum of Law in Support of Motion to Dismiss.	2.10 hrs.
02/08/13	TEB	Reviewed TufAmerica's opposition brief and reviewed cases cited therein. Conferred with T. Max authorities and research.	.40 hrs.
02/08/13	V S	Work on and drafted fact section. Drafted statute of limitations section of Reply to Motion to Dismiss.	4.30 hrs.
02/10/13	V S	Reviewed and revised sections relating to factual allegations per each claim.	2.40 hrs.
02/11/13	TCM	Work on and revise draft Reply Memorandum of Law; work with V. Shenderovich regarding case law research to rebut arguments of TufAmerica.	3.90 hrs.
02/11/13	KBA	Met with T. Max. Met with T. Max and V. Shenderovich. Reviewed and revised reply brief.	4.70 hrs.

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April 30, 2013
 Invoice 223043995
 Page 4 of 10

FEE DETAIL

<u>Date</u>	<u>Tkpr</u>	<u>Description of Service</u>	<u>Hours</u>
02/11/13	V S	Reviewed and revised draft of Reply. Conducted research on cases for proposition that where there is minimal quantitative value in the allegedly appropriated work, the qualitative importance by its nature must be higher. Attended meeting with T. Max and K. Anderson to discuss points of law and strategy. Reviewed and revised Reply Brief. Compiled all case law for K. Anderson. Further reviewed and revised Reply Memorandum per T. Max's comments.	3.90 hrs.
02/12/13	TCM	Follow-up with K. Anderson and V. Shenderovich regarding arguments in draft Reply Memorandum of Law.	1.30 hrs.
02/12/13	KBA	Internal conference with V. Shenderovich regarding revisions to admissions section of brief. Continued review of brief. Internal conference with T. Max. Worked on brief.	2.40 hrs.
02/12/13	V S	Corresponded with K. Anderson and T. Max regarding cases cited in our admissions section. Reviewed and summarized Soo Line v. St. Louis, Southwestern & Suthers v. Amgen. Discussed with K. Anderson.	1.30 hrs.
02/13/13	TCM	Work on and review and revise draft Reply Memorandum of Law; work with V. Shenderovich and K. Anderson regarding same; telephone conference with B. Cohen.	1.20 hrs.
02/13/13	V S	Reviewed K. Anderson's comments regarding Reply brief. Discussed with T. Max. Gathered and compiled relevant case law. Reviewed and revised Reply Brief per comments from K. Anderson and T. Max.	2.30 hrs.
02/14/13	TCM	Discussion with K. Anderson regarding draft Reply Memorandum of Law; follow-up with V. Shenderovich.	1.10 hrs.
02/14/13	KBA	Revised brief.	6.40 hrs.

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April 30, 2013
 Invoice 223043995
 Page 5 of 10

FEE DETAIL

<u>Date</u>	<u>Tkpr</u>	<u>Description of Service</u>	<u>Hours</u>
02/14/13	V S	Discussed reply brief at length with K. Anderson. Conducted research under federal rules of civil procedure regarding due date calculations when due date falls on holiday. Drafted summary to T. Max. Corresponded with T. Max and B. Simpson for confirmation. Discussed fragmented literal similarity analysis section of reply with K. Anderson. Drafted portion of brief dealing with admissions regarding musical compositions.	3.30 hrs.
02/15/13	TCM	Work on and revise draft Reply Memorandum of Law; work with V. Shenderovich and K. Anderson regarding same; teleconference with B. Cohen regarding draft Reply Memorandum of Law and comments regarding draft; prepare language in response to B. Cohen's comments regarding draft Reply Memorandum of Law email to K. Talcott regarding service.	4.40 hrs.
02/15/13	V S	Reviewed and revised section regarding admissions and supplemented case law. Conducted further research regarding Sandoval and subsequent case law.	5.50 hrs.
02/15/13	LSR	Searched and retrieved case law for V. Shenderovich; converted case law to searchable pdfs per V. Shenderovich's request; forwarded zip file to V. Shenderovich.	1.80 hrs.
02/16/13	TCM	Review and revise draft Reply Memorandum of Law.	.90 hrs.
02/17/13	TCM	Emails with V. Shenderovich regarding draft Reply Memorandum of Law; review comments for V. Shenderovich and K. Anderson regarding draft Reply Memorandum of Law; review and revise same.	2.80 hrs.
02/17/13	KBA	Reviewed new draft brief and sent comments.	3.00 hrs.
02/17/13	V S	Reviewed and revised memorandum of law in support of our reply to TufAmerica's opposition to our motion to dismiss. Corresponded with T. Max. Conducted research regarding Saregama and for additional cases for ordinary observer standard. Reviewed comments from T. Max and discussed via telephone.	3.80 hrs.

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April 30, 2013
 Invoice 223043995
 Page 6 of 10

FEE DETAIL

<u>Date</u>	<u>Tkpr</u>	<u>Description of Service</u>	<u>Hours</u>
02/18/13	TCM	Work on and edit draft Reply Memorandum of Law; emails and telephone conference with K. Anderson and V. Shenderovich; review comments from K. Anderson and V. Shenderovich regarding Reply Memorandum of law.	3.80 hrs.
02/18/13	KBA	Reviewed additional draft and sent comments.	4.50 hrs.
02/18/13	V S	Reviewed and revised reply brief. Corresponded with T. Max and K. Anderson regarding comments and further changes. Created redline for K. Anderson.	2.80 hrs.
02/19/13	TCM	Teleconference and emails with K. Anderson and B. Cohen regarding Reply Memorandum of Law; review binder with motion papers; review and edit letter to Judge Nathan; email to C. Higginson; review and finalize Reply Memorandum of Law; work on with V. Shenderovich regarding filing and service.	5.20 hrs.
02/19/13	TEB	Revised, proofed and bluebooked reply brief for motion to dismiss TufAmerica's claims. Conferred with T. Max and V. Shenderovich.	1.70 hrs.
02/19/13	V S	Discussed additional changes with T. Max and K. Anderson. Reviewed and revised reply brief. Reviewed all case citations to ensure proper page cites. Gathered and compiled all papers for binder to court. Coordinated creation of binder with L. Rodriguez. Discussed further changes with K. Anderson. Coordinated review of reply brief by T. Baker. Participated in teleconference with T. Max and K. Anderson regarding additional changes. Reviewed and revised. Coordinated copies of CDs of TufAmerica and Beastie Boys recordings for binder. Finalized reply. Drafted cover letter. Gathered and compiled courtesy copies for court and opposing counsel.	6.90 hrs.

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 Page 7 of 10

FEE DETAIL

<u>Date</u>	<u>Tkpr</u>	<u>Description of Service</u>	<u>Hours</u>
02/19/13	LSR	Printed out pleadings and organized courtesy copies of binders in preparation for filing; citechecked and quote checked reply memo of law in support of defendants' motion to dismiss per V. Shenderovich's request; reorganized binders; created table of contents of binders; created labels for cds; created tab labels and inserted in binders.	3.90 hrs.
02/27/13	LSR	Compared and updated case list from memo of law in support of motion to dismiss and case list from reply memo in support of motion to dismiss; printed; updated master case law index.	1.90 hrs.
Total Hours:			114.10 hrs.

SUMMARY OF TIMEKEEPER FEES

<u>Tkpr</u> <u>Code</u>	<u>Timekeeper Name</u>	<u>Hours</u>	<u>Avg.</u> <u>Rate/Hr</u>	<u>Dollars</u>
0295	Theodore C. Max	37.50	\$ 675.00	\$ 25,312.50
2618	Kenneth B. Anderson	21.60	\$ 675.00	\$ 14,580.00
2662	Tyler E. Baker	3.00	\$ 485.00	\$ 1,455.00
2663	Valentina Shenderovich	40.70	\$ 485.00	\$ 19,739.50
6358	Lisa S. Rodriguez	11.30	\$ 260.00	\$ 2,938.00

Current Fees	\$ 64,025.00
Fee Discount	\$ (5,005.00)
Total Fees for Professional Services	\$ 59,020.00

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Page 8 of 10

SUMMARY OF DISBURSEMENTS

02/15/13	V. Shenderovich - Taxi - work late - 1/28/13	16.10
02/15/13	V. Shenderovich - Taxi - work late - 1/29/13	10.90
02/15/13	V. Shenderovich - Taxi - work late - 2/4/13	16.20
02/15/13	V. Shenderovich - Taxi - work late - 2/13/13	8.30
02/20/13	Deluxe Delivery Systems, Inc. Invoice Number: 171795. Invoice Date: 02/24/2013. Order Number: 04733786. By: Tom. To: US Court House, 40 Foley Sq, NY, NY.	21.20

Total Disbursements

\$ 72.70

SheppardMullin

Sheppard Mullin Richter & Hampton LLP
333 South Hope Street 43rd Floor
Los Angeles, CA 90071-1422
213-620-1780 main
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21ZW-149165: Beastie Boys
Kenneth B. Anderson

April 30, 2013
Invoice 223043995
Page 9 of 10

ACCOUNTS RECEIVABLE SUMMARY

Invoice Date	Invoice Number	Invoice Amount	Fees	Disbs	Payments & Credits	Total
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REDACTED

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April 30, 2013
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Page 10 of 10

ACCOUNTS RECEIVABLE SUMMARY

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REDACTED

Total Outstanding Fees and Disbursements
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Fees and Disbursements Due for this Invoice
Total Due For This Matter

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William L. Harper, Esq.
Gelfand, Rennert & Feldman, LLP
1880 Century Park East, Suite 1600
Los Angeles, CA 90067

SMRH Tax ID 95-1463164
October 31, 2013
Invoice 223103276

Our Matter No. 21ZW-149165
Beastie Boys - TufAmerica
Billing Atty: Kenneth B. Anderson

INVOICE SUMMARY

FOR PROFESSIONAL SERVICES THROUGH SEPTEMBER 30, 2013

Current Fees \$ 42,478.50

Total Current Activity \$ 42,478.50

Total Due for This Invoice \$ 42,478.50

Payment Terms: Balance due upon receipt of this statement.

SheppardMullin

Sheppard Mullin Richter & Hampton LLP
333 South Hope Street 43rd Floor
Los Angeles, CA 90071-1422
213-620-1780 main
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PLEASE NOTE THAT OUR WIRING INSTRUCTIONS HAVE CHANGED

ALL PAYMENTS SHOULD BE REMITTED TO THE WELLS FARGO ACCOUNT DETAILED BELOW

Wire (Teleremittance) Instructions

Wiring Instructions for Sheppard Mullin Richter & Hampton, LLP

For the **GENERAL ACCOUNT** funds should be wired to:

Wells Fargo Bank, N.A.
420 Montgomery St.
San Francisco, CA 94104

ABA Routing Number 121000248

Swift Address: WFBIUS6S

For the Benefit of Sheppard Mullin Richter & Hampton, LLP
Account Number: 496-8375493

If available, please indicate client name, matter number or invoice in the payment detail field.

Payment Terms: Balance due upon receipt of this statement.

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Invoice 223103276

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Billing Atty: Kenneth B. Anderson

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Total Current Activity \$ 42,478.50

Total Due for This Invoice \$ 42,478.50

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21ZW-149165 Beastie Boys
 Kenneth B. Anderson

October 31, 2013
 Invoice 223103276
 Page 2 of 9

FOR PROFESSIONAL SERVICES THROUGH 09/30/13

FEE DETAIL

<u>Date</u>	<u>Tkpr</u>	<u>Description of Service</u>	<u>Hours</u>
09/10/13	TCM	Email Decision of Judge Nathan to K. Anderson; email to A. McMullan, B. Cohen and J. Ray; emails to K. Anderson regarding press; review decision of Judge Nathan.	1.60 hrs.
09/10/13	KBA	(TufAmerica) Reviewed TufAmerica Opinion. Teleconference with John Silva. Misc. regarding press. Drafted memo to clients.	4.00 hrs.
09/10/13	BKS	(Tuf America v. Diamond) - Reviewed Opinion & Order: Defendants' motion to dismiss is Granted in part and Denied in part. Plaintiffs Second, Third, Fourth, and Sixth Claims for Relief for copyright infringement are dismissed, pursuant to Fed. R. Civ. P. 12(b)(6). signed by Judge Alison J. Cedarbaum for compliance with applicable rules of procedure.	.30 hrs.
09/11/13	KBA	(TufAmerica) Internal conference with Ted Max.	.10 hrs.
09/11/13	TEB	Reviewed opinion on motion to dismiss. Conferred with T. Max.	.40 hrs.
09/13/13	TCM	Follow up with K. Anderson re decision of Judge Nathan on September 10, 2013 and follow up with B. Cohen.	.40 hrs.
09/17/13	TCM	Discussion with K. Anderson re timing of discovery response and revised Civil Case Management Plan and Order; email and teleconf. to K. Talcott re same; pull previous Civil Case Management Plan and Order and review timing going forward.	1.60 hrs.
09/18/13	TCM	Work on and draft Answer to Amended Complaint; meet with K. Anderson re timing of discovery and proposal re discovery and revised Case Management Plan and Scheduling order; teleconference and email to K. Talcott re same; discussion with K. Anderson re strategy and timing re discovery; discussion re bifurcation issues.	4.10 hrs.

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October 31, 2013
 Invoice 223103276
 Page 3 of 9

FEE DETAIL

<u>Date</u>	<u>Tkpr</u>	<u>Description of Service</u>	<u>Hours</u>
09/18/13	KBA	(TufAmerica) Internal conference with Ted Max. Teleconference with Brad Cohen. Worked on TufAmerica scheduling strategy. Telephone call to John Silva. Reviewed and revised Scheduling Order and Answer.	8.30 hrs.
09/19/13	TCM	Meet with KA regarding draft Answer to Amended complaint and comments regarding same; email and telephone conference with B. Cohen regarding same; email to B. Cohen, A. McMullan and J. Ray; email to K. Anderson regarding Civil Case Management Plan; telephone conference with K. Talcott regarding schedule; email to K. Anderson regarding same; draft Rule 26 Initial Disclosures.	4.80 hrs.
09/19/13	KBA	(TufAmerica) Internal conference with Ted Max regarding Answer. Review and revised draft. Teleconference with Brad Cohen.	1.90 hrs.
09/20/13	TCM	Telephone conference with C. Higginson regarding TufAmerica schedule and comments to draft Answer to draft Answer to Amended Complaint; prep. and draft Rule 25(a)(1) Internal Disclosures; discussion with . Cohen regarding draft Civil Case Management Plan and Answer to Amended Complaint; follow-up with K. Anderson regarding discovery; email to K. Talcott regarding draft Civil Case Management Plan and Scheduling Order and letter to Court.	2.80 hrs.
09/20/13	KBA	(TufAmerica) Internal conference with Ted Max. Telephone call to Brad Cohen regarding status. Reviewed prior briefs and musical materials regarding two remaining TufAmerica claims. Worked on strategy.	3.70 hrs.

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October 31, 2013
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 Page 4 of 9

FEE DETAIL

<u>Date</u>	<u>Tkpr</u>	<u>Description of Service</u>	<u>Hours</u>
09/23/13	TCM	Email to C., Higginson and B. Cohen regarding K. Talcott's draft letter and draft Case Management Plan and Scheduling Order; telephone conference with K. Anderson and B. Cohen regarding bifurcation issues and draft Civil Case Management Plan; discuss regarding follow-up with Court; telephone conference with C. Higginson regarding bifurcation; work on and revise draft Answer and Initial Disclosures Pursuant to Rule 26; emails and follow-up with C. Miller and C. Higginson; telephone conference and email Plan and Scheduling Order.	4.40 hrs.
09/23/13	KBA	(TufAmerica) Reviewed and revised letter to court and amended case management plan.	1.00 hrs.
09/24/13	TCM	Emails and telephone conference with C. Higginson and B. Cohen; telephone conference with K. Talcott regarding prepared Scheduling Order and Conference. Memorandum; finalize Answer to Amended Complaint; discussion with K. Anderson regarding bifurcation; letter with K. Anderson and B. Cohen regarding bifurcation; review letter regarding bifurcation and emails and teleconference regarding same; telephone conference with K. Talcott.	4.90 hrs.
09/24/13	KBA	(TufAmerica) Worked on discussions with co-defendants regarding bifurcation. Misc. internal conferences with Ted Max, Tyler Baker Paul Garrity and Mark McGrath. Multiple teleconferences with Ted Max. Reviewed and revised drafts of letter to court.	6.00 hrs.
09/24/13	TEB	[TUF AMERICA] Performed research on timing of bifurcation of discovery for damages and liability. Conferred with K. Anderson and T. Max on research. Prepared answer to complaint for filing and filed via ECF.	3.50 hrs.
09/25/13	BKS	Reviewed various ECF filings for compliance with applicable rules and procedure.	.40 hrs.

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October 31, 2013
 Invoice 223103276
 Page 5 of 9

FEE DETAIL

<u>Date</u>	<u>Tkpr</u>	<u>Description of Service</u>	<u>Hours</u>
09/26/13	TCM	Email to B. Cohen, A. McMullan and J. Ray regarding Answer to Amended Complaint; email and telephone conference with C. Higginson regarding bifurcation issues; follow-up with K. Anderson regarding same.	1.10 hrs.
09/27/13	TCM	Work on and revise draft letter to Judge A. Nathan; discussion and follow-up with K. Anderson regarding draft and comments; regarding and revise same; email to C. Higginson.	1.80 hrs.
09/27/13	KBA	(TufAmerica) Reviewed and revised letter to court regarding bifurcation. Research. Internal conference with Ted Max. Additional revisions.	1.80 hrs.
09/30/13	TCM	Emails with C. Higginson regarding edits to letter to Judge A. Nathan; discussion with K. Anderson regarding same; telephone conference with B. Cohen regarding Defendants Initial Disclosures; discussion with K. Anderson regarding fair use and Richard Prince case.	2.90 hrs.
09/30/13	KBA	(TufAmerica) Research regarding fair use aspects of bifurcation and motion practice. Internal conference with Ted Max. Reviewed UMG comments to letter to court. Memo regarding amended answer date. Internal conference with Ted Max regarding Prince case (transformation use).	2.40 hrs.
09/30/13	BKS	Conference with T. Max re: Last day for defendants to amend the amended answer pursuant to FRCP 15(a); Docketed same; Scanned, converted document into PDF-A compliance and eFiled Letter motion to Judge Nathan requesting a conference to discuss the bifurcation of discovery with respect to Defendants' liability and damages at the US Southern District of New York	1.00 hrs.

Total Hours: 65.20 hrs.

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October 31, 2013
Invoice 223103276
Page 6 of 9

SUMMARY OF TIMEKEEPER FEES

<u>Tkpr</u> <u>Code</u>	<u>Timekeeper Name</u>	<u>Hours</u>	<u>Avg.</u> <u>Rate/Hr</u>	<u>Dollars</u>
0295	Theodore C. Max	30.40	\$ 675.00	\$ 20,520.00
2618	Kenneth B. Anderson	29.20	\$ 675.00	\$ 19,710.00
2662	Tyler E. Baker	3.90	\$ 485.00	\$ 1,891.50
6472	Brian Simpson	1.70	\$ 210.00	\$ 357.00

Total Fees for Professional Services

\$ 42,478.50

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Page 7 of 9

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William L. Harper, Esq.
Gelfand, Rennert & Feldman, LLP
1880 Century Park East, Suite 1600
Los Angeles, CA 90067

SMRH Tax ID 95-1463164
November 29, 2013
Invoice 223112176

Our Matter No. 21ZW-149165
Beastie Boys - Tuf America
Billing Atty: Kenneth B. Anderson

INVOICE SUMMARY

FOR PROFESSIONAL SERVICES THROUGH OCTOBER 31, 2013

Current Fees \$ 10,882.50

Total Current Activity \$ 10,882.50

Total Due for This Invoice \$ 10,882.50

Payment Terms: Balance due upon receipt of this statement.

SheppardMullin

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333 South Hope Street 43rd Floor
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PLEASE NOTE THAT OUR WIRING INSTRUCTIONS HAVE CHANGED

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Wells Fargo Bank, N.A.
420 Montgomery St.
San Francisco, CA 94104

ABA Routing Number 121000248

Swift Address: WFBIUS6S

For the Benefit of Sheppard Mullin Richter & Hampton, LLP
Account Number: 496-8375493

If available, please indicate client name, matter number or invoice in the payment detail field.

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Gelfand, Rennert & Feldman, LLP
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Los Angeles, CA 90067

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November 29, 2013
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21ZW-149165 Beastie Boys
 Kenneth B. Anderson

November 29, 2013
 Invoice 223112176
 Page 2 of 6

FOR PROFESSIONAL SERVICES THROUGH 10/31/13

FEE DETAIL

<u>Date</u>	<u>Tkpr</u>	<u>Description of Service</u>	<u>Hours</u>
10/01/13	KBA	(TufAmerica) Internal conference with Ted Max. Reviewed TufAmerica responding correspondence.	.30 hrs.
10/02/13	KBA	(TufAmerica) Internal conference with Ted Max regarding scheduling conference. Reviewed materials regarding Raging Bull laches. Prepared for and teleconference with Larry Ferrara. Corresponded with Ted Max regarding same.	2.60 hrs.
10/07/13	KBA	(TufAmerica) Reviewed and revised Defendants' first interrogatories. Fact research regarding chain of title issues. Corresponded with Ted Max.	4.00 hrs.
10/08/13	KBA	(TufAmerica) Reviewed Defendant's first requests for production.	2.00 hrs.
10/09/13	KBA	(TufAmerica) Reviewed correspondence from Ted Max. Continued review of First Requests for Production.	5.60 hrs.
10/10/13	BKS	Reviewed defendant's first set of interrogatories and production of documents for compliance with applicable rules and procedure.	.30 hrs.
10/14/13	KBA	(TufAmerica) Worked on TufAmerica.	1.00 hrs.
10/14/13	BKS	Reviewed various discovery documents for compliance with applicable rules and procedure	.50 hrs.
10/16/13	BKS	(Tuf America) - Reviewed Order re: The Court has considered the arguments in the letters and has determined a conference is unnecessary. The Defendants' request to bifurcate discovery is denied. The conference to discuss the bifurcation of discovery, currently scheduled for October 17, 2013, is adjourned sine die for compliance with applicable rules and procedure.	.30 hrs.
10/22/13	BKS	(TufAmerica) - Reviewed Amended Case Management Plan and Scheduling Order signed by Judge Nathan for compliance with applicable rules and procedure.	.50 hrs.

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November 29, 2013
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 Page 3 of 6

FEE DETAIL

<u>Date</u>	<u>Tkpr</u>	<u>Description of Service</u>	<u>Hours</u>
10/31/13	BKS	(Tuf America) Reviewed various ECF filings for compliance with applicable rules and procedure.	.40 hrs.

Total Hours: 17.50 hrs.

SUMMARY OF TIMEKEEPER FEES

<u>Tkpr</u> <u>Code</u>	<u>Timekeeper Name</u>	<u>Hours</u>	<u>Avg.</u> <u>Rate/Hr</u>	<u>Dollars</u>
2618	Kenneth B. Anderson	15.50	\$ 675.00	\$ 10,462.50
6472	Brian Simpson	2.00	\$ 210.00	\$ 420.00

Total Fees for Professional Services

\$ 10,882.50

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1880 Century Park East, Suite 1600
Los Angeles, CA 90067

SMRH Tax ID 95-1463164
December 18, 2013
Invoice 223118567

Our Matter No. 21ZW-149165
Beastie Boys - TufAmerica
Billing Atty: Kenneth B. Anderson

INVOICE SUMMARY

FOR PROFESSIONAL SERVICES THROUGH NOVEMBER 30, 2013

Current Fees \$ 16,335.00

Total Current Activity \$ 16,335.00

Total Due for This Invoice \$ 16,335.00

Payment Terms: Balance due upon receipt of this statement.

SheppardMullin

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 Page 2 of 7

FOR PROFESSIONAL SERVICES THROUGH 11/30/13

FEE DETAIL

<u>Date</u>	<u>Tkpr</u>	<u>Description of Service</u>	<u>Hours</u>
11/03/13	TCM	TufAmerica: Work on and draft Defendants' Responses and Objections to Plaintiff's First Set of Interrogatories; defendants' Responses to Plaintiff's First Requests for Admission; review and outline Defendants' Responses to Plaintiff's First Set of Requests for production.	3.10 hrs.
11/04/13	TCM	TufAmerica: Telephone conference with N. Benforado regarding discovery; work on and prepare draft responses to Plaintiff's First Requests for Admission and Interrogatories.	1.80 hrs.
11/05/13	TCM	TufAmerica: Emails with N. Benforado regarding conference call with A. Bart and B. Forado with K. Anderson; follow-up with K. Anderson regarding preparation for same.	.70 hrs.
11/06/13	TCM	TufAmerica: Work on and prepare Defendants' Response to Plaintiff's First Requests for Admission, Defendants' Responses to Plaintiffs' First Set of Interrogatories, Defendants Responses to Plaintiff's First Requests for Admission.	3.90 hrs.
11/06/13	KBA	(TufAmerica) Reviewed and revised Responses to Interrogatories and Requests for Admission. Teleconference with Andy Bart.	1.10 hrs.
11/07/13	TCM	TufAmer: Meet with K. Anderson regarding draft responses to Interrogatories, Responses to Requests for Admission, Responses to Requests for Production; telephone conference with K. Talcott regarding same.	1.80 hrs.
11/07/13	KBA	(TufAmerica) Reviewed Defendant's Responses. Teleconference with Adam Horovitz.	2.50 hrs.
11/08/13	TCM	TufAmer: Work on and review draft response to Responses to Requests fo Admission; Requires to Interrogatories and Responses to Request for Production; discussion with K. Anderson regarding same; prepare cover letter and email to K. Talcott regarding service.	3.40 hrs.

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FEE DETAIL

<u>Date</u>	<u>Tkpr</u>	<u>Description of Service</u>	<u>Hours</u>
11/08/13	KBA	(TufAmerica) Internal conference with Ted Max. Revised Defendants' Responses.	.50 hrs.
11/11/13	TCM	Email to K. Talcott, counsel for TufAmerica, regarding responses to Plaintiff TufAmerica's First Requests for Admission, First Set of Requests for Production of Documents, First Set of Interrogatories; email to K. Talcott regarding objections and responses.	1.90 hrs.
11/12/13	TCM	Tuf America: Email with K. Talcott regarding meet and confer regarding discovery responses.	.30 hrs.
11/12/13	KBA	(TufAmerica) Corresponded with Mike Diamond and Ted Max.	.20 hrs.
11/13/13	TCM	Email with K. Talcott regarding conference call; telephone conference with K. Talcott regarding discovery responses by defendants Beastie Boys, Dechen Yauch, M. Diamond, A. Horowitz; report status to K. Anderson.	1.70 hrs.
11/13/13	KBA	(TufAmerica) Teleconference with Mike Diamond regarding fact questions. Internal conference with Ted Max regarding Kelly Talcott calls.	.60 hrs.
11/19/13	TCM	Telephone conference with K. Talcott regarding exhibits; follow-up regarding discovery.	.70 hrs.
Total Hours:			24.20 hrs.

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21ZW-149165 Beastie Boys
Kenneth B. Anderson

December 18, 2013
Invoice 223118567
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SUMMARY OF TIMEKEEPER FEES

<u>Tkpr</u> <u>Code</u>	<u>Timekeeper Name</u>	<u>Hours</u>	<u>Avg.</u> <u>Rate/Hr</u>	<u>Dollars</u>
0295	Theodore C. Max	19.30	\$ 675.00	\$ 13,027.50
2618	Kenneth B. Anderson	4.90	\$ 675.00	\$ 3,307.50

Total Fees for Professional Services

\$ 16,335.00

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ACCOUNTS RECEIVABLE SUMMARY

Invoice Date	Invoice Number	Invoice Amount	Fees	Disbs	Payments & Credits	Total
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REDACTED

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ACCOUNTS RECEIVABLE SUMMARY

Invoice Date	Invoice Number	Invoice Amount	Fees	Disbs	Payments & Credits	Total
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REDACTED

Total Outstanding Fees and Disbursements
Interest on Outstanding A/R
Fees and Disbursements Due for this Invoice
Total Due For This Matter